

Exhibit B

Certificate of Compliance

Company: VISA, Inc.

Reporting Year: January 1 through December 31, 20 Year # of 10

1.0 Investment

- 1.1 §1.01 of the Agreement states that after the Effective Date and before December 31, 2015, Visa, Inc. (or its lessor or landlord or the owner of the real property of Visa, Inc.'s Global IT Center) shall invest at least \$18,653,217.00 in leasehold improvements to construct Visa, Inc.'s Austin Global IT Center.
- a. To date the City has not verified Visa, Inc.'s investment in constructing the Company's Global IT Center.
- b. \$_____ has been invested to construct Visa, Inc.'s Global IT Center for the reporting year ending December 31, 20.
- 1.2 §1.01 of the Agreement states that after the Effective Date and before December 31, 2015, Visa, Inc. shall invest at least \$8,659,701.00 in Business Personal Property to be installed and used at Visa, Inc.'s Global IT Center to support the operation of the Global IT Center.
- a. To date the City has not verified Visa, Inc.'s investment in Business Personal Property.
- b. Visa, Inc. has invested \$_____ in Business Personal Property at the Global IT Center for the reporting year ending December 31, 20.

2.0 Employment

- 2.1 §1.02(a) and 1.02(b) of the Agreement require Visa, Inc. to create 794 New Full-time Jobs by December 31, 2015 and retain those New Full-time Jobs throughout the term of the Agreement, while retaining 41 existing Full-time Jobs. The cumulative job creation schedule is as follows:
- a. 138 New Full-Time Jobs plus 47 Existing Jobs and for a grand total of 185 Full-time Jobs by December 31, 2013; and
- b. An additional 135 New Full-Time Jobs for a cumulative total of 273 New Full-time Jobs plus 47 Existing Jobs for a grand total of 320 Full-time Jobs by December 31, 2014; and
- c. An additional 156 New Full-Time Jobs for a cumulative total of 429 New Full-time Jobs plus 47 Existing Jobs and for a grand total of 476 Full-time Jobs by December 31, 2015; and
- d. An additional 207 New Full-Time Jobs for a cumulative total of 636 New Full-time Jobs plus 47 Existing Jobs and for a grand total of 683 Full-time Jobs by December 31, 2016; and
- e. An additional 158 New Full-Time Jobs for a cumulative total of 794 New Full-time Jobs plus 47 Existing Jobs and for a grand total of 841 Full-time Jobs by December 31, 2017.
- 2.2 a. Number of Existing Full-time Jobs retained as of December 31, 20 : _____
- b. Number of New Full-time Jobs created and retained as of December 31, 20 : _____

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- 2.3 §1.02(c) of the Agreement requires that the average annual compensation, excluding health insurance and retirement benefits, of the New Full-Time Jobs created and retained shall be as follows:

<u>Year</u>	<u>Average Annual Compensation</u>
2013	\$ 96,469
2014	\$ 100,443
2015	\$ 104,319
2016	\$ 108,168
2017	\$ 111,946
2018	\$ 115,305
2019	\$ 118,764
2020	\$ 122,327
2021	\$ 125,327
2022	\$ 129,776

- 2.4 Did the average annual compensation, excluding health insurance and retirement benefits, of the New Full-Time Jobs created and retained during the year ended December 31, 20 equal or exceed the requirements in §1.02(c) of the Agreement?

☐ Yes

☐ No

- 2.5 As of December 31, 20 did the number of New Full-time Jobs created and retained fall below the numbers required under §1.02(a) and 1.02(b) of the Agreement?

☐ Yes

☐ No

If not, skip to Section 3.

- 2.6 Did VISA, Inc. re-establish, create or reinstate the required number of New Full-time Jobs created and retained within 90 days after December 31, 20 as required by §1.02(d) of the Agreement?

☐ Yes

☐ No

- 2.7 a. Number of Existing Full-time Jobs retained as of March 31, 20 : _____

b. Number of New Full-time Jobs created and retained as of March 31, 20 : _____

- 2.8 Did the average annual compensation, excluding health insurance and retirement benefits, of the New Full-Time Jobs created and retained as of March 31, 20 equal or exceed the requirements in §1.02(c) of the Agreement?

☐ Yes

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3.0 Recruitment

3.1 §1.03 of the Agreement requires VISA, Inc. to:

- a. Make commercially reasonable efforts to work with non-profit organizations such as the Greater Austin Asian Chamber of Commerce, the Austin Gay and Lesbian Chamber of Commerce, the Capital City African American Chamber of Commerce, the Greater Austin Hispanic Chamber of Commerce, the Austin/Travis County Reentry Roundtable, Minorities for Equality in Employment Education Liberty, the Texas Department of Assistive and Rehabilitative Services (DARS), the National Society of Black Engineers, the Society of Hispanic Professional Engineers, and/or other appropriate organizations to expand its pool of diverse candidates in hiring recruitment efforts for jobs at the Global IT Center.
- b. Make commercially reasonable efforts to recruit residents of the Austin area for its New Full-time Jobs; and
- c. Adhere to its Equal Employment Policies and Practices attached as Exhibit A to the Agreement.

3.2 Did VISA, Inc. comply with the recruiting requirements in §1.03 of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

4.0 Local Business Participation

4.1 §1.04(a) of the Agreement requires VISA, Inc. to use commercially reasonable efforts to provide minority-owned, women-owned and local small businesses certified by the City's Small and Minority Business Resources Department (SMBR) an equal opportunity to participate as suppliers for materials and services purchased by the Company exclusively for use at its Software Center.

Did VISA, Inc. comply with the local business participation requirements in §1.04(a) of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

4.2 §1.04(b) of the Agreement requires VISA, Inc. to:

- a. Develop and submit to the City a reasonable supplier diversity policy regarding VISA, Inc.'s procurement of materials and services to be used exclusively at the Software Center within 90 days of the Effective Date of the Agreement; and
- b. Adhere to this policy for the procurement of materials and services at the Software Center with respect to any individual procurement of materials or services for which the cost is more than \$5,000.

Did VISA, Inc. comply with the local business participation requirements in §1.04(b) of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

4.3 Was there any design or construction work, or investment in leasehold improvements at VISA, Inc.'s Global IT Center during the year ended December 31, 20?

☐ Yes

☐ No

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If not, skip to Section 5.0.

- 4.4 §1.04(c) of the Agreement requires VISA, Inc. to comply with the applicable standards and principles of Chapters 2-9A through 2-9D of the City's M/WBE Program Ordinance in the design and construction of the company's Austin Global IT Center. With respect to any design or construction projects for the Company's Global IT Center, including, but not limited to, leasehold improvements, the Company, the architect and the general contractor shall meet the gender and ethnic-specific participation goals or subgoals for each year in which design or construction occurs as determined by the Director of SMBR in accordance with the M/WBE Program Ordinance and rules. Prior to advertising a bid for any portion of the design or construction work, the Company shall submit to SMBR a copy of a proposed solicitation in order for the City to determine the gender and ethnic-specific participation goals or subgoals for the project. In an effort to meet the gender and ethnic-specific M/WBE utilization goals, the Company shall develop and implement a written outreach program designed to solicit participation of M/WBEs and small businesses generally.

For any year in which the Company, the architect and the general contractor fail to meet each of the goals or subgoals established by the Director, the Company, the architect and the general contractor must demonstrate good faith efforts to meet the goals as described in the City's M/WBE Program Ordinance. The Company shall submit documentation demonstrating its own and the architect's and general contractor's good faith efforts to meet the goals as is required under paragraph 1.04(e).

- 4.5 §1.04(d) of the Agreement requires VISA, Inc. to apprise SMBR when the Company desires assistance from SMBR in its efforts to meet the gender and ethnic specific M/WBE utilization goals.
- 4.6 §1.04(e) of the Agreement requires VISA, Inc. to provide monthly reports to SMBR, on forms provided by SMBR, to track (i) the utilization on a percentage basis of M/WBE firms in the design and construction of buildings or improvements; and (ii) a summary of VISA, Inc.'s efforts to implement the standards and principles of the City's M/WBE Program Ordinance.
- 4.7 Did VISA, Inc. comply with the requirements in §1.04(c), 1.04(d) and §1.04(e) and §1.04(f) of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

5.0 Additional Covenants

- 5.1 Did VISA, Inc. timely submit this Certificate of Compliance as is required under Section 1.06 of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

- 5.2 Did VISA, Inc. comply with the other provisions of the Agreement during the year ended December 31, 20?

☐ Yes

☐ No

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6.0 Chapter 380 Payment Request

- 6.1 In return for Visa, Inc.'s performance of its obligations under this Agreement, the City will pay annual economic development incentive payments. The City's total obligation shall not exceed \$1,560,000.
- 6.2 For the Company's obligations performed each year during 2013 through 2022, the City shall pay 250 per New Full-Time Job created and retained during the term of this Agreement.
- 6.3 To date, the City has not made any economic development incentive payments to Visa, Inc.
- 6.4 Number of New full-time Jobs from 2.2.b or 2.7.b above: _____
- 6.5 Total Request for year 20 : \$ _____

I, the authorized representative for VISA, Inc. hereby certify that the above information is correct and accurate pursuant to the terms of the Agreement. I further certify that VISA, Inc. complied fully with the Chapter 380 Economic Development Agreement during the year ended December 31, 20, including Section 1.05 regarding Compliance with City Regulations and Section 1.07 regarding Texas Government Code Chapter 2264.

Signature: _____

Printed Name: _____

Title (Chief Financial Officer or equivalent): _____

Date: _____